Rohm and Haas

Original papers filed Delaware 4/23/1917, 1:p.m.
Name: Rohm & Haas Company.
Agent: Corporation Trust.
Certificate of Incorporation:
Nature of business (3a)-"To carry on the business of manufacturing, buying, selling, importing, exporting and generally dealing in any kind and all kinds of chemicals, drugs, oils, paints, dyestuffs and pharmaceutical, medicinal, industrial-chemical and other preparations, compounds and articles and all kinds of products and by-products arising therefrom or in connection therewith, and all implements, materials and things incidental tp, or useful in connection with, any such business; and to carry on any other business (whether manufacturing or otherwise) which may be conviently conducted in conjunction with any of the businesses aforesaid."

p.2 3(b)"To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same."

3(d)"To aid in any manner any corporation or association any bonds or other securities or evidences of indebtedness of which, or shares of stock in which, or in the welfare of which, this corporation shall have any interest, and to do any acts or things designed to protect, imporve, or enhance the value of, any such bonds or other securities or evidence of indebtedness, or such shares of stock, or other property of this corporation."

p.3 3(g)" To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and in any part of the world; and, in carrying on its business for the purpose of attaining or furthering any of its objects and purposes, to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise."

3(h)" To c onduct its business...in...Delaware, and in all other states, territories, districts, colonies and dependencies of the United States of American and in all foerign countries; and to acquire (by purchase, exchange, lease, hire or otherwise), own, hold, develop, operate, sell, assign, transfer, exhhange, mortgage, pledge, or otherwise dispose of, or turn to account, and convey, real and personal property, and reights and priveleges therein" in all US and foreign countries.

3(i) "To acquire by purchase, msubscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of any shares of the capital stock of, or voting trust certificates for any shares of the capital stock of,

p.4 or any bonds or other securities or evidence of indebtedness issued or created by, any other corporation or association, organized" anywhere, including all foreign countries," and to issue in exchange therefore shares of the capital stock, bonds, or other obligations of this corporation; and while the owner or holder of any such shares of cappital stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, including the right to vote on

any shares of stock so ~~owned or held~~ held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of capital stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation."

p.5 "Fourth. The amount of the total authorized capital stock of the corporation is One million dollars ($1,000,000) divided into Ten thousand (10,000) shares of the par value of One hundred dollars ($100) each.

The amount of capital stock with which the corporation will commence business shall be One thousand dollars ($1,000).

Fifth. The name and places of residence of each of the ~~following~~ original subscribers to the capital stock are as follows:

Names	Places of Residence
Otto Haas	Haverford, Pennsylvania
Charles Hollander	Western Springs, Illinois
Staunton C. Kelton	Narberth, Pennsylvania
Patrick H. Doheny	Haverford, Pennsylvania"

All above from "p.5" quoted verbatim.

p.6 (. Provisions for the regulation of business:
a) The board can do anything it wants with the by-laws, and then the stockholders can do anything they want, superceding the board.
c) "The board....shall...have power to determine...whether and to what extent...the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder sahll have any right to inspect any account or book or document of the corporation, except as confered by the laws of the State of Delaware, unless and until authorized so to do by resolution of the board of directors of stockholders of the corporation."
pp6-7 d) The board can do antyhing it damn pleases with everything the corporation has, "when and as a uthorized by the affirmative vote of the holders of a majority of the capital stock"...

p7-8 "Tenth. No contract or any other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation rae pecuniarily or otherwise interested in, orare directors or officers of, such other corporation; any director individually, or any firm in which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm shall be disclosed or shall have been known to the board of directors, or a majority thereof;"...

Signed on the 23rd of April 1917 by Otto Haasm Charles Hollander, Staunton C. Kelton, Patrick H. Doheny, W.O.Hempstead, Jr., notary.

Fil No. 625-10

Annual Reports, by year
Filed 12/20/17
Paid 34.31 tax.
Officers given as, with expiration on all 4/16/18:

Pres: Haas, Fisher's Road, Haverford.
v-p's Carl Herbster, 420ELancaster Ave, St. Davids, Pa.
Charles Hollander, 1638 W. Erie Ave., Phila.
treas. Carl Herbster
Sec. Kenton, 122 Merion Ave, Narberth, Pa.
Directors: the above and Doheny, Stewarts Ave., Haverford.

Places of business outside of Delaware:

Philadelphia	40 N. Front St.
Bristol, Pa.	No Street Address
Gloversville, N.Y.	73 S. Main St.
Chicago, Ill.	113 E. Austin Ave.

Business described as "Manufacturer of chemicals used in the tanning and textile trades"., stock actually paid in, $600,000. Only manufacturing address given is Bristol, Pa.

Filed 1/7/19.

Pd. $50.00 tax.
Officers same as above, except replacing of Doheny by W.W.Washburne, Bala, Pa. No quorum atbthe annual meeting 4/16/18..

Filed 1/6/20.

Pd. $50.00 tax.

Only changes are in addresses of officials: Herbster 303 Woodside Ave., Narberth; Kelton, 420 Midland Ave., St. Davids, Pa; Hollander, 3123 Blakiston Ave., Holmesburg, Pa.

Filed 11/30/20

Tax pd. $50.00.

Changes in offidrs and directors:
V.A.Wallin, 130 N. Wells St., Chi., vp.
Herbster, vp and asst treas.
Directors: Officers and C.S.Hollander, J.Wirt Willis, and H.B.Good, 140 Frelinghuysen Ave., Newark, N.J.
Chicago address changed to 930 E. Halstead St.

Filed 11/29/21 (tax $50.00)
Same officers and directors, with Hollander bak as vp.

Filed 1/2/23 ($50.00 tax).
Np other changes.

Filed 11/8/23 ($50.00 tax)

Officers and directors:
Herbster out, Kelton dirax. No other changes.

Filed 1/6/25 ($50.00 tax)

No changes in list of officers and directors. New business address added: Room 630 Johnston Bldg., Charlotte, N.C. Report signed by Frederick Lennig, as asst treas.New bus. add. 112 Water St., Johnstown, Pa. vice Gloversville.
Report filed 1/5/26 (tax $50.00)

Only change in officers and directors is addition of E.C.B. Kirsopp as vp-and director. Address St. Davids, Pa. Kelton signed as sec., with a witness, Walter S. Keehst or Koelchst.

Filed 1/4/27 (Paid tax $69.72 for 9 mo.19 da @stock of $1,000,000 and 2 mo. 11 da. @ cap. stock $5,000,000.) Florence H.Burns witness, signature by Kelton as sec.

Good off directorate.
Stock out: $2,000,000

Permission to increase authorized capital requested after vote by directors and stockholders, who appointed Kelton and Florence P. Taylor judges of the balloting. Request 10/1/26, day after meeting. At the time the total outstanding stock was voted,3,000 sh.

Filed 1/3/28 (Tax$150)

Philadelphia address changed to 222 W.Washington Square; Charlotte address to 1109 Independence Bldg.

Filed 12/13/28 ($150)

No changes.

Filed 1/7/30 (No change)

Filed 1/6/31 (Only change $3,000,000 stock out).

Filed 12/4/31 (Kirsopp replaces Wallin as treas. W's home given as Jenison).

Filed 12/31/32 (No change. Kirsopp moved to Radnor)

Filed 1/2/34 (No change)

Filed 1/1/35 (No change)

Filed12/11/35 (Only change, stock out totalled $4,200,000) Johnstown back to Gloversville, 83 Bleecker St.)
Filed 12/13/36 (Only change: total authroized capital $5,000,000 out).

Filed 11/24/37 (Haas moved to Villa Nova).

Filed 11/18/38 (Resident agent now Prentice-Hall, Inc. No other chgs.)

Filed 11/21/39

Affidavit of Kelton dated 6/1/38, attached to a ~~xxxxxxxxx~~ certification of agent:

Says that the board may, by vote of majority on resolution, designate 2 or more members to act with complete power as an executive committee; that Haas and Kirsopp were elected to the executive committee.; That the officers are: Haas, pres; Wallin, Kirsopp, Hollander, v-ps; Wallin, treas.; Kelton, sec.; Kirsopp asst treas.; Kelton asst treas.

Filed 11/20/40 (No change)